

X-ONJ-X O.F.M. WM

Bylaws



BY ORDER OF NEW JERUSALEM X O.F.M.

Advocacy for X By ALL people EST. 2020

BY ORDER OF NEW JERUSALEM X OFM WM Inc.

et al. (X-ONJ-X O.F.M.) I.T.A.V.

BY ORDER OF NEW JERUSALEM X O.F.M.
BY ORDER OF NEW JERUSALEM X O.F.M.
XONJX Franchise 1113 GZX GRANT TOKEN



Adopted: March 14, 2025

Directors:

Ms. Moore, LaKeysha-Monique | Dr. Seymore, Larry-Gene | Dr. Arnold, K.D (Deuntavious-Decorey) |

Mrs. Seymore-Allen, Dietra | Ms. Alcorn, Asia-Nicole | Ms. Brave, Angela-Marie |

Dr. Toney, Brandon-Demond | Mr. Haynes, Joseph-Hugh |

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Bylaws

Article I Offices

Section 1: Principal Office

The principal office of the corporation is located at 440 Louisiana St. Suite 900 Houston, TX, US 77002-1062.

Section 2: Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

- **Caring Heart Outreach CDC** located at 6205 Jensen Dr Houston TX 77026
- **It Takes a Village Enrichment CDC** located at 7171 highway 6 N Ste 220-m Houston TX 77095
- **Apostolic Anointed Rock CDC** 835 E Lamar Blvd Suite 128 Arlington Texas 76011
- **International Operations Committee**

Article II Non-Profit Purposes

Section 1: IRS Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

Section 2: Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be to:

Mission Statement

The mission of By Order of New Jerusalem X OFM Community Development Center is to serve as a dedicated nonprofit organization that uplifts and empowers communities through charitable, educational, scientific, and literary initiatives. We strive to foster a safer, more compassionate world by supporting efforts to prevent cruelty to children and animals, while providing veterans with resources, programs, and opportunities that enrich both their lives and the broader community.

Objectives

1. **Charitable Initiatives:** To offer support and resources to underserved communities, including veterans, children, and animals in need, by providing essential services, food, shelter, and financial assistance.

2. **Educational Programs:** To provide educational opportunities that foster learning, career development, and skill-building for individuals of all ages, with a special focus on veterans, at-risk youth, and disadvantaged communities.
3. **Scientific Advancement:** To fund and conduct scientific research, particularly in the areas of health, technology, and sustainability, that can benefit the community, enhance quality of life, and address societal challenges.
4. **Literary Contributions:** To promote literacy and access to books and educational resources, supporting both children and adults in their personal and academic growth.
5. **Animal Welfare:** To advocate for the prevention of cruelty to animals by supporting shelters, rescue organizations, and legislative efforts that ensure humane treatment of animals.
6. **Veteran Services:** To empower veterans by providing them with tailored programs, mental health support, educational scholarships, job training, and networking opportunities to successfully reintegrate into civilian life.
7. **Community Engagement:** To collaborate with other nonprofits, government agencies, businesses, and local organizations to create lasting social change through grassroots efforts and community-driven projects.

This mission and these objectives would guide the center's programs and services, ensuring that they align with the core values of charity, education, scientific advancement, and the protection of vulnerable populations.

Article III Directors

Section 1: Number

The corporation shall have no less than six (6) directors and collectively they shall be known as the board of directors.

Section 2: Qualifications

Directors shall be of the age of majority in this state.

Section 3: Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

1. The Board of Directors is that group of persons vested with the management of the business and affairs of the corporation.
2. The official board shall consist of individuals listed above and those added by official action of the board of directors.
3. The majority shall serve without remuneration and not be related by blood or marriage.

4. The President shall be chairman of the board and chief executive of the corporation.
5. Each member of the board shall have equal voting power among all of the other members.
6. A decision of the Board of Directors is considered valid with a simple majority vote and the approval of the President, unless otherwise specified in the Constitution and Bylaws.
7. The President shall be an ex officio member of every committee and can at his/her discretion be the chair of such committee at the time of its creation.
8. The official board members are numbered in position as shown in the paragraph above. The numbering shall serve as the order in which the President shall be replaced if any of the following events take place:
 - A. The President passes away unexpectedly, or
 - B. The President is legally removed by the Accountability Board, or
 - C. The President resigns and refuses to appoint a new President.

Section 4: Duties

It shall be the duty of the directors to:

9. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
10. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
11. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
12. Meet at such times and places as required by these bylaws;
13. Register their addresses with the secretary of the corporation and notices of meetings mailed, emailed or telephoned to them at such address shall be valid notices thereof.

Section 5: Term of Office

Each director shall hold office for a period of four (4) years and until his or her successor is elected and qualifies.

Section 6: Compensation

Directors shall serve without compensation except that a reasonable fee will be paid to directors to attend mandatory quarterly, regular, and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 7: Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other places as may be designated from time to time by resolution of the board of directors.

Section 8: Regular Meetings

The corporation year shall coincide with the calendar year beginning on October 1st, and running through September 31st.

The President will call the official board meeting to discuss the direction of the corporation. The President shall set dates and times for board meetings. The board may have invited guests present at any meeting so long as the President has approved it.

The Secretary shall keep an accurate account of the minutes that were discussed at any board meeting. He/she then has to submit them at the next board meeting for discussion by the official board and approval by the President. Upon approval by the majority of the Board of Directors, the minutes shall be adopted, and all policy and procedure in them will continue to be enforced.

Section 9: Special Meetings

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice-president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 10: Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving notice for meetings of the board of directors:

1. Regular Meetings: No notice need be given of any regular meeting of the board of directors. Mandatory Quarterly Meeting will be Outlined at the EOY Meeting for the next calendar year.
2. Special Meetings: At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, or by email, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification the director to be contacted shall acknowledge personal receipt of the facsimile notice by return message or telephone call within twenty-four hours of the first facsimile transmission.
3. Waiver of Notice: Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11: Quorum for Meetings

A quorum shall consist of two-thirds of the members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chairperson shall entertain at such meeting is a motion to adjourn.

Section 12: Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13: Conduct of Meetings

The president of the corporation shall preside over meetings of the board of directors; in the absence of this person, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by the president, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 14: Meetings by Remote Communications Technology

Subject to the notice provision aforementioned in this Article, the Directors may also hold meetings by means of a remote electronic communications system, including video or telephone conferencing technology or the Internet, or any combination, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 15: Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

Section 16: Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation or removal from office.

Section 17: Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 18: Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 19: Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status such as, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article IV Officers

Section 1: Designation of Officers

The officers of the corporation shall be a president, a vice president, two secretaries, and a treasurer. The president shall be chairperson of the board.

Section 2: Qualifications

Any person may serve as an officer of this corporation.

Section 3: Election and Term of Office

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4: Removal and Resignation of Officers

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified there in, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of the section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

Section 5: Accountability Board

The **Accountability Board** shall consist of **five (5) to seven (7) members**, nominated by the President and confirmed by a **simple majority** of the Board of Directors. This Board will oversee the ethical and financial integrity of the organization's activities and facilities, ensuring compliance with **IRS Code § 501(c)(3)** and **Sarbanes-Oxley Act (Public Law 107-204)** governance standards.

Purpose

The purpose of the Accountability Board is to:

- A. Provide necessary aid, instruction, guidance, protection and correction as well as counsel, wisdom and fellowship to the President and,
- B. To hear accusations against the President of the corporation brought to them unanimously by the official Board of Directors excluding any disqualified individuals serving on the Board of Directors and make a determination as to whether the President has committed any of the infractions listed below.

C. Management of Activities & Facilities

- The organization may engage third-party vendors, contractors, or management firms to oversee **program operations, facility maintenance, and financial administration**.
- All management agreements will comply with **OMB Uniform Guidance (2 CFR Part 200)**, requiring **competitive bidding and cost analysis** to ensure services are procured at **fair market value** per **2 CFR § 200.320**.
- Contracts will follow **IRS Code § 4958**, ensuring no excess benefit transactions occur with insiders, and all agreements will be **reviewed by the Board**.

D. Selection Process & Fair Market Value Compliance

- 1) Managers and service providers will be **selected through a transparent process**, requiring **multiple bids** and evaluation based on expertise, cost-effectiveness, and alignment with the organization's mission.
- 2) **No officers, directors, or trustees**, nor their family members or businesses, shall receive preferential treatment or contracts unless fully disclosed and approved per **26 CFR § 53.4958-4** (intermediate sanctions).
- 3) Agreements will be **documented and periodically reviewed** to maintain compliance with federal regulations and avoid conflicts of interest.

All agreements will be **recorded and subject to audit** per **2 CFR § 200.333**, ensuring accountability and regulatory adherence.

E. The Board of Directors may call the Accountability Board into session to conduct an investigation for the following accusations against the President:

- (1) Adultery
- (2) Embezzlement
- (3) Compulsive Lying
- (4) Sexual Impurity
- (5) Conviction of a felony that is a violation of Scripture
- (6) The President not acting in the best interest of the organization.

D. The Accountability Board may dismiss the President if they find him/her guilty of any of the following action:

- (1) Adultery
- (2) Embezzlement
- (3) Compulsive Lying
- (4) Sexual Impurity
- (5) Conviction of a felony that is a violation of Scripture.
- (6) The President not acting in the best interest of the organization.

The Accountability Board will determine if the President is guilty or innocent and whether to discipline or dismiss him/her from office. The Accountability Board is the only entity that has the authority to dismiss the President from his/her position if, after being called into session in accordance with the provisions of this Article and after considering all accusations against him; they

determine that it is the best course of action for him/her and the organization. The decision of the Accountability Board is final.

2. Structure

Any Member of the Accountability Board may be replaced or removed at any time deemed necessary by request of the President and confirmation of the Board of Directors of the corporation, provided that it not be after the Accountability Board has been called to officially meet in accordance with section 3 of this Article.

The representative nominated by the President and confirmed by the Board of Directors shall chair the Accountability Board.

Future vacancies shall be nominated by the President and voted on by the Board of Directors.

A record of the current and past Members of the Accountability Board shall be kept in a log under the custody of the official Board of Directors. The log shall clearly list the names of each member and the current chairman.

Any successor President to the founding or current President shall keep the Accountability Board that was in existence at the time he/she became President. He/she may, after a six-month period, make nominations for replacements of no more than one representative per year. He/she must follow the procedure set forth in section 2 of this Article.

3. Quorum

100% of the Accountability Board must be present to constitute a quorum. The Accountability Board may only meet if it has been called to do so unanimously by the official board according to the provisions of this Article.

4. Determinations

Any action taken by the Accountability Board is valid by a two-thirds majority.

5. Power

The Accountability Board shall have no innate power or authority as a legal organizational entity, except that which is invested in them by these bylaws. Their decisions, when called together in accordance with the "Purpose" section of this Article, shall be final.

Section 6: Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy.

Section 7: President

The president shall be the chief executive officer of the corporation and shall, subject to the board of directors, supervise and control the affairs of the corporation and the activities of the officers. Notwithstanding the provisions of Article IV Section 5, he shall serve for a two year term. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

Section 8: Duties of Vice President

In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

Section 9: Duties of the Secretary 1 and 2

The secretary 1 shall with the support of secretary 2:

Certify and keep at the principal office of the corporation the original or a copy of these bylaws as amended or otherwise altered to date;

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

See that all notices are duly given in accordance with the provisions of these bylaws or as required by the law;

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation;

Keep at the principal office of the corporation a membership book containing the name and address of each and any members and in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased;

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation;

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 10: Duties of Treasurer and Secretary 2

The treasurer shall with the support of secretary 2:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors;

Receive and give receipt for, monies due and payable to the corporation from any source whatsoever;

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, and proper vouchers for such disbursements;

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore;

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation;

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 11: Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors in accordance with the conflict of interest policy. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

Article V Committees

Section 1: Executive Committee

The board of directors may, by a majority vote of its members, designate an executive committee consisting of six (6) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease, but not below two (2), the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2: Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and take in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Section 3: Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 4: Activities Committee

Shall ensure the continuation and plan future activities related to the following:

Past Activities

1. Veteran Support Initiatives:

- **Employment Assistance:** The center initially provided job placement services and career development workshops for veterans transitioning into civilian life. By partnering with local businesses and government agencies, they created a network of veteran-friendly employers.
- **Mental Health Support:** In the past, the center offered support groups and therapy sessions focused on addressing the mental health challenges faced by veterans, particularly PTSD and anxiety. They also connected veterans to additional resources for counseling and wellness programs.
- **Emergency Assistance Programs:** Early activities included emergency financial assistance to veterans facing housing or utility crises. They distributed food, clothing, and basic supplies to veterans in need, especially those in rural or underserved areas.

2. Educational Programs:

- **Youth Mentorship:** The center has historically run mentorship programs for at-risk youth, pairing them with veteran mentors. This allowed veterans to share their experiences and skills with young people in their communities, helping guide them toward better educational and life outcomes.

- **Scholarships and Grants:** Scholarships were provided for veterans returning to school, as well as for children of veterans. These grants helped cover tuition, books, and other educational expenses, promoting higher education for those who might not otherwise afford it.
3. **Support for Sexually Abused Youth:**
- **Mentoring Programs:** The center has previously partnered with local organizations to offer mentoring programs for sexually abused youth, providing a safe space and role models who offer emotional support, guidance, and healing through structured activities and one-on-one mentorship.
4. **Animal Welfare and Advocacy:**
- **Animal Rescue Partnerships:** The center initially partnered with local animal rescue organizations to support the rehabilitation of abused and abandoned animals. They provided both financial support and volunteer labor for animal care and adoption events.
 - **Awareness Campaigns:** The center ran public campaigns to raise awareness about animal cruelty, including educational programs in schools and local communities on humane treatment and responsible pet ownership.
5. **Charitable Community Support:**
- **Food Drives:** The center organized seasonal food drives for both veterans and low-income families. These drives provided essential food items and hygiene products during holidays and throughout the year.
 - **Disaster Relief:** In response to natural disasters, the center has historically coordinated efforts to provide supplies, shelter, and financial assistance to those affected, especially veterans and their families.

Present Activities

1. **Ongoing Veteran Support:**
- **Career Development Programs:** Currently, the center provides more in-depth career development resources, including job training workshops, resume writing sessions, and interview preparation. It partners with local businesses to create internship and apprenticeship opportunities specifically for veterans.
 - **Veteran Wellness Programs:** The center now operates holistic wellness programs that include mental health counseling, physical fitness training, and stress-relief activities like yoga and meditation tailored to veterans' unique needs.
 - **Housing Assistance:** Presently, the center helps veterans access affordable housing programs. They are working with housing authorities and local real estate developers to create veteran-specific housing solutions, both temporary and permanent.
2. **Expanded Educational Programs:**

- **STEM Initiatives:** The center has expanded its educational outreach by creating science, technology, engineering, and mathematics (STEM) programs aimed at underserved youth. These programs introduce children and teens to coding, robotics, and other technical skills that are in high demand.
 - **Veteran Scholarship Fund:** The center continues to offer scholarships for veterans pursuing higher education, with a focus on science, health, and engineering degrees. This fund has expanded to include financial literacy workshops for veterans.
 - **Literacy and Book Donation Drives:** The center is actively involved in promoting literacy by distributing free books to children and organizing reading programs. They have partnered with local libraries to host book clubs and reading hours for children and adults.
3. **Animal Welfare Advocacy:**
- **Ongoing Rescue Efforts:** The center remains engaged in supporting local animal shelters and rescue organizations, providing financial donations, organizing volunteer days, and helping with adoption events.
 - **Educational Outreach:** The center continues to educate the public on animal welfare issues, hosting school visits, and community events focused on responsible pet ownership, and advocating for stronger animal cruelty laws.
4. **Community Charitable Services:**
- **Food Distribution:** The center's food drive programs have evolved into regular food distribution days, where community members can access groceries and personal items. The center collaborates with local grocery stores, farmers' markets, and food banks to reduce food insecurity in the area.
 - **Clothing and Household Goods:** The center currently runs a second-hand store that provides low-cost or free clothing and household items to those in need. Donations from the community keep the store stocked and running, and proceeds go toward funding additional charitable initiatives.
5. **Support for Sexually Abused Youth:**
- **Mentorship and Healing Programs:** Presently, the center offers mentoring programs designed to help sexually abused youth overcome trauma. These programs pair at-risk children with trained mentors who offer emotional support, safe spaces for expression, and help develop coping strategies. The center also partners with local therapy services to provide counseling for the youth and their families.

Planned Activities

1. **Expansion of Veteran-Focused Programs:**
- **Veteran Entrepreneur Incubator:** One of the center's upcoming initiatives is to create a veteran entrepreneurship incubator. This will provide veterans with resources such as business coaching,

funding advice, networking opportunities, and mentorship to help them start their own businesses.

- **Veteran Housing Development Project:** The center plans to work on creating a veterans' housing community, designed to provide permanent housing solutions for homeless veterans, as well as support services such as job training and mental health care.

2. **New Educational Initiatives:**

- **After-School STEM Programs:** Building on the success of their youth mentorship programs, the center plans to introduce more structured after-school STEM programs. These will include robotics workshops, coding classes, and tech field trips to local tech companies.
- **Veteran-Focused Educational Partnerships:** The center plans to forge new partnerships with local community colleges and universities to offer veterans discounted or free educational programs in fields like business administration, healthcare, and technology.

3. **Expanded Animal Welfare Efforts:**

- **Veteran & Animal Therapy Programs:** The center aims to start a program that connects veterans with therapy animals to promote healing. This will include pairing veterans with rescue animals for therapy and training purposes, benefiting both parties.
- **Animal Welfare Legal Advocacy:** The center intends to begin working with lawmakers to advocate for stronger animal protection laws, such as increased penalties for animal cruelty and better animal control regulations.

4. **Community Support and Development:**

- **Veteran and Family Resource Center:** A long-term goal is to open a physical location that serves as a one-stop shop for veterans and their families. This center would offer legal services, financial advice, mental health counseling, and more, helping veterans access the resources they need in one place.
- **Sustainability Projects:** The center plans to launch environmental sustainability initiatives, including community gardens, recycling programs, and green space development projects that provide fresh food to underserved populations and create jobs for veterans and others in the community.

5. **Support for Sexually Abused Youth:**

- **Sexual Abuse Prevention and Advocacy:** The center plans to develop educational programs focused on preventing child sexual abuse and supporting survivors. These programs would involve workshops in schools and communities, focusing on educating youth about their rights, how to report abuse, and offering support to those who have experienced it.
- **Expanding Mentorship Programs:** The center also intends to expand its mentorship programs for sexually abused youth, reaching more children and offering additional therapy and emotional support services. This will involve collaboration with schools, social workers, and other community organizations.

By expanding and diversifying their activities, the center will continue to build a stronger community, serving veterans, children, sexually abused youth, animals, and the public at large through comprehensive programs that address a wide range of needs.

Section 5: Eligibility Limitations for Related Individuals

1. Conflict of Interest and Eligibility for Goods, Services, or Funds

No officer, director, trustee, or any of the highest compensated employees or independent contractors ("Related Individuals") of this organization, nor any family member or business associate of such individuals, shall receive goods, services, or funds through the organization's programs unless such benefits are available on the same terms as they are to the general public.

2. Approval Process for Related Individuals

Any provision of goods, services, or funds to Related Individuals must be approved by the Board of Directors. The Board must ensure that such transactions are fair, reasonable, and in the best interest of the organization's charitable purposes. The approval process should be documented and include clear reasoning for the approval, ensuring there is no preferential treatment given to Related Individuals.

3. Limits on Benefits to Related Individuals

Related Individuals may only receive goods, services, or funds to the same extent as any other individual in the community, and such benefits shall not exceed the value that is generally available to the public. All transactions with Related Individuals must be conducted at arm's length and comply with IRS regulations, ensuring that no private benefit or undue advantage is conferred upon them.

4. Disclosure and Transparency

The organization will maintain a policy of full transparency and disclosure regarding any goods, services, or funds provided to Related Individuals. All such transactions must be documented, including the identity of the Related Individuals, the amount of benefits provided, and the Board's approval, to ensure compliance with this policy and with IRS requirements.

5. Family and Business Relationships

For purposes of this policy, "Related Individuals" include family members (such as spouses, children, and siblings) and business associates of officers, directors, trustees, and key employees. The organization shall ensure that any transactions involving Related Individuals comply with these eligibility limitations and the principles of fairness and equity.

Section 6: Finance Committee

Section 6(a): Fundraising Activities

The organization will conduct various fundraising activities to support its charitable, educational, and community development programs. These activities will comply with **IRS regulations for 501(c)(3) organizations** and ensure transparency and accountability in all financial transactions.

1. Grants and Donations

- Apply for government, corporate, and foundation grants.
- Solicit individual and corporate donations through online campaigns, direct mail, and in-person events.
- Offer recurring donation programs for sustained support.

2. Special Events and Community Fundraisers

- Host fundraising galas, charity auctions, benefit concerts, and awareness events.
- Organize community events such as walk-a-thons, bike rides, and volunteer-driven initiatives.

3. Online and Digital Fundraising

- Operate crowdfunding campaigns through platforms like GoFundMe, Givebutter, and Classy.
- Utilize social media campaigns, peer-to-peer fundraising, and email appeals.
- Offer online merchandise sales, with proceeds supporting the organization's mission.

4. Membership and Sponsorship Programs

- Establish a membership program with exclusive benefits for donors.
- Partner with businesses for sponsorships, naming rights, and cause-related marketing.

5. Earned Revenue and Program-Related Activities

- Offer fee-based educational workshops, consulting, and training.
- Sell branded merchandise and other mission-aligned products.
- Implement a planned giving program (e.g., bequests, charitable gift annuities, and endowments).

6. Corporate and Workplace Giving

- Participate in employer matching gift programs.
- Engage in payroll deduction campaigns through workplace giving initiatives.

All fundraising activities will align with **ethical fundraising standards** and adhere to applicable state and federal laws governing nonprofit solicitations.

Section 6(b): Financial Education and Counseling Programs

1. Educational Workshops and Seminars

The organization shall provide free or low-cost workshops and seminars to the public on budgeting, personal finance, saving and spending practices, the sound use of consumer credit, and other financial literacy topics. These sessions will be led by financial experts or trained counselors and are open to individuals of all financial backgrounds.

2. **Individual Financial Counseling**

The organization shall offer one-on-one counseling to assist individuals and families facing financial challenges such as credit card debt and foreclosure. Counseling services will include creating budgets, managing debt, and developing strategies for improving financial health, with the goal of helping clients regain financial stability.

3. **Financial Literacy Resources**

The organization shall provide ongoing educational resources, both in-person and online, to the public on topics such as budgeting, credit management, and financial planning. These materials will be designed to increase public awareness of sound financial practices.

4. **Referral Services**

In cases where individuals require specialized assistance, the organization will refer clients to trusted financial or legal service providers for additional support, including debt negotiation or foreclosure prevention.

5. **Community Outreach**

The organization shall engage in community outreach to distribute financial literacy materials, including pamphlets, infographics, and online tools, to help raise awareness and provide practical resources for managing personal finances.

- **These activities will ensure that the organization promotes financial literacy and provides necessary counseling to help individuals and families improve their financial well-being.**

Section 6(c): Written and Oral Arrangements

The organization ensures all contracts, leases, loans, and agreements comply with **arm's length principles**, fair market value standards, and U.S. laws governing nonprofit transactions. No agreements will provide undue benefits to officers, directors, trustees, their families, or affiliated organizations, in accordance with:

1. **IRS Code Section 501(c)(3)** – Prohibits private inurement and requires transactions to serve the public interest.
2. **IRS Code Section 4958 (Intermediate Sanctions)** – Governs excess benefit transactions, imposing penalties on individuals who receive undue benefits.
3. **Sarbanes-Oxley Act (Public Law 107-204)** – Provides guidelines for corporate governance and financial transparency in nonprofits.
4. **Uniform Guidance (2 CFR Part 200)** – Establishes cost principles for nonprofit expenditures and procurement requirements.
5. **Executive Order 13494** – Ensures that government-funded projects do not support excessive executive compensation or wasteful spending.

Contracting and Procurement

- The organization will obtain **multiple competitive bids** to ensure all contracts and leases comply with **fair market value** as required under **2 CFR § 200.320** (Methods of Procurement).

- All agreements will be **reviewed and approved by the Board of Directors** to prevent conflicts of interest.

Loans and Financial Transactions

- Any loans or financial transactions involving insiders will comply with **26 CFR § 53.4958-4**, which requires fair market value assessments and prohibits excess benefit transactions.
- Financial transactions will be **documented and subject to audit** to ensure compliance with IRS and federal regulations.

Facilities Development and Financing

- If engaging external organizations for development, construction, or financing, the organization will conduct a **competitive bidding process** as per **2 CFR § 200.319** (Competition).
- Contracts will be **negotiated at arm's length** to prevent undue influence or favoritism, ensuring compliance with **IRS private benefit rules** and **OMB Circular A-110 procurement standards**.

All financial records and agreements will be **maintained and subject to audit** per **IRS and federal requirements** to ensure compliance, transparency, and accountability.

Section 7: International Operations Committee

The International Operations Committee plays a critical role in ensuring the organization's global outreach efforts are strategic, culturally sensitive, and impactful, while maintaining accountability and transparency throughout all international operations.

1. Purpose and Responsibilities

The International Operations Committee (IOC) oversees the organization's global outreach programs and international operations, ensuring alignment with its mission and compliance with local and international regulations. The committee is responsible for:

- Developing and managing international strategies, including global outreach programs and international grantmaking.
- Ensuring cultural adaptation in programs to meet the needs of local communities and maintaining respect for local traditions and practices.
- Overseeing training and capacity-building initiatives for local staff and partners to enhance program effectiveness.
- Monitoring and evaluating the impact of international programs, ensuring they achieve desired outcomes and comply with international standards.
- Ensuring that funds allocated to international programs are used effectively and responsibly.

2. **Membership and Structure**

The IOC will consist of board members, senior staff, and external experts with relevant experience in international operations, development, grantmaking, and cultural adaptation. Members are selected based on their expertise and the organization's international needs.

3. **Selection and Review of International Programs**

The IOC will review and approve all international program proposals, focusing on alignment with the organization's mission, feasibility, cultural sensitivity, and impact potential. The committee ensures that projects are designed with local input and are culturally appropriate to maximize success.

4. **Monitoring and Evaluation**

The committee will oversee the regular monitoring and evaluation of all international programs. This includes ensuring that program managers submit periodic reports detailing progress, financial expenditures, and outcomes. The IOC will assess whether the goals are being met and take corrective actions if necessary, ensuring ongoing program effectiveness and compliance.

5. **International Grantmaking**

The IOC is responsible for reviewing and approving international grantmaking proposals. The committee ensures that grants align with the organization's mission and provide tangible benefits to recipients. It monitors the use of these grants, ensuring they are spent for their intended purposes, and assesses the long-term impact on the communities served.

6. **Recordkeeping**

The IOC will maintain thorough records of all international operations, including program proposals, financial documents, evaluation reports, and grantmaking records. These records will comply with local laws and organizational governance policies, ensuring transparency, accountability, and proper documentation of all international activities.

Section 8: IOC - Foreign Expenditure and Grant Safeguards

The International Operations Committee ensures that all foreign expenditures and grants comply with U.S. 501(c)(3) regulations and are not diverted to support terrorism or non-charitable activities. The committee adheres to the following U.S. statutes, executive orders, and regulations to prevent illegal or harmful activities:

- **The International Emergency Economic Powers Act (IEEPA)** (50 U.S.C. § 1701 et seq.), which grants the President authority to regulate international transactions in response to national emergencies.
- **The USA PATRIOT Act** (Public Law 107-56), which imposes penalties for financing terrorism and prohibits transactions with entities that support terrorism.
- **Executive Orders** such as Executive Order 13224, which targets individuals and entities associated with terrorism, and Executive Order 13846, which imposes sanctions on Iran.
- **The OFAC (Office of Foreign Assets Control) Regulations** (31 C.F.R. Part 500 et seq.), which administers U.S. economic sanctions programs, restricting transactions with designated individuals, entities, and countries.
- **The United Nations Participation Act** (22 U.S.C. § 287c), requiring compliance with UN Security Council resolutions related to sanctions.

The IOC will screen all recipients and transactions against the **OFAC List of Specially Designated Nationals and Blocked Persons** (SDN List) and other relevant sanctions lists to ensure that funds are used solely for charitable purposes and not in violation of U.S. economic sanctions. The committee also requires documentation to verify that foreign expenditures and grants are used in full compliance with U.S. law.

Article VI Execution of Instruments, Deposits and Funds

Section 1: Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, all checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

Section 3: Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4: Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the non-profit purposes of this corporation.

Section 5: Grants, Loans, and Distributions

1. Types and Purpose of Grants, Loans, and Distributions

The organization offers grants, loans, and distributions to individuals and organizations in need, with a focus on supporting financial literacy, veterans, youth mentorship, and community development. These funds are intended to assist recipients in improving their financial health, starting or expanding businesses, or advancing educational and social initiatives. The purpose of each distribution is clearly defined to ensure alignment with the organization's charitable goals, such as supporting individuals facing financial difficulties, promoting educational opportunities, and advancing community development projects.

2. Selection of Recipients

Recipients are selected through an open and transparent application process. Applicants must submit a grant proposal or application form that outlines their need for assistance, the specific project or initiative they intend to fund, and how the funds will be used. The organization will establish clear submission

requirements, which may include a detailed budget, a project timeline, and descriptions of the intended outcomes.

3. Criteria for Selection

Recipients will be selected based on the following criteria:

- Alignment with the organization's mission and goals
- Financial need or impact of the proposed project
- Feasibility and sustainability of the project or initiative
- The recipient's ability to effectively manage and utilize the funds
- Potential for long-term positive outcomes in the community or targeted population.

4. Ensuring Proper Use of Funds

The organization requires recipients to sign an agreement that outlines the intended use of the funds and agrees to provide periodic or final reports detailing how the funds were spent. These reports will include financial statements, progress updates, and documentation supporting the use of the funds. The organization may also conduct site visits or audits to ensure the funds are used as intended. If it is identified that funds are not being used appropriately, the organization will take corrective action, which may include requesting the return of the funds or terminating the grant or loan.

5. Recordkeeping

The organization maintains detailed records of all grants, loans, and distributions, including:

- Copies of grant applications or loan requests
- Correspondence with recipients
- Disbursement records
- Reports submitted by recipients detailing the use of funds
- Final outcomes or impact reports.

These records are kept in compliance with IRS regulations and are available for review by the Board of Directors, auditors, and any regulatory authorities. The organization will also document any recipient organizations, their relationship to the organization, and the nature of the support provided to ensure transparency and accountability.

By following these procedures, the organization ensures that grants, loans, and other distributions are used effectively and for their intended purposes, and that there is transparency in how funds are allocated and spent.

Article VII Corporate Records, Reports and Seal

Section 1: Maintenance of Corporate Records

The corporation shall keep at its principal office:

1. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

3. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any members;
4. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at reasonable times during office hours.

Section 2: Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3: Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Article VIII IRS 501(c)(3) Tax Exemption Provisions

Section 1: Prohibitions Against Participation in Political Activity

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code) and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: Prohibitions Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3: Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4: Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code 3) shall not retain any excess business holdings as defined in section 4943 of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Section : Donor-Advised Fund Policy

The organization is **not** a sponsoring organization that maintains donor-advised funds (DAFs). However, if the organization establishes a DAF program in the future, it will ensure full compliance with **Internal Revenue Code § 4966** and applicable U.S. Treasury regulations.

If a donor-advised fund is created, donors may provide non-binding recommendations regarding the distribution of funds, but the organization will retain **exclusive legal control** over the use of the funds to ensure alignment with its charitable mission. The organization will establish **clear guidelines** to prevent conflicts of interest, self-dealing, or distributions that benefit private individuals.

All grants from donor-advised funds would be subject to a **formal review process**, ensuring funds are used exclusively for charitable purposes as defined under **IRC § 501(c)(3)**. The organization would maintain detailed records of contributions, distributions, and donor recommendations to ensure **transparency and compliance** with federal regulations.

Article IX Amendments of Bylaws

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

Article X Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections from the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

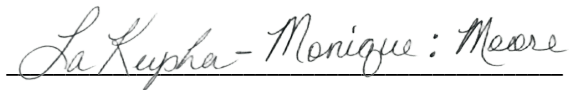
Article XI Terms and Definitions

The term he and she shall be used interchangeably and are synonymous.

Article XII How Adopted

The previous bylaws are repealed and these new bylaws were adopted by an affirmative vote of a quorum of all board of directors in office, including the President.

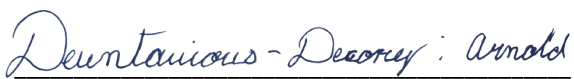
Signed and certified, to be effective 04/01/2025.

A handwritten signature in cursive script that reads "Lakeysha-Monique : Moore". The signature is written in dark ink and is positioned above a horizontal line.

**President/Chairman of Lakeysha-Monique Moore,
BY ORDER OF NEW JERUSALEM X OFM WM Inc.**

A handwritten signature in cursive script that reads "Larry-Gene : Seymore". The signature is written in dark ink and is positioned above a horizontal line.

**Executive Vice President of Larry-Gene Seymore,
BY ORDER OF NEW JERUSALEM X OFM WM Inc.**

A handwritten signature in cursive script that reads "Deuntavious-Decorey : Arnold". The signature is written in dark ink and is positioned above a horizontal line.

**Executive Treasurer of Deuntavious-Decorey Arnold,
BY ORDER OF NEW JERUSALEM X OFM WM Inc.**